

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

CANNON Y. HARVEY  
VICE PRESIDENT AND GENERAL COUNSEL

JOHN J. CORRIGAN  
ASSISTANT GENERAL COUNSEL

JOHN MACDONALD SMITH  
SENIOR GENERAL ATTORNEY

ROBERT S. BOGASON  
LOUIS P. WARCHOT  
WILLIAM E. SAUL  
DAVID W. LONG  
CAROL A. HARRIS  
LELAND E. BUTLER  
GARY A. LAAKSO  
STEPHEN A. ROBERTS  
JAMES M. EASTMAN  
GENERAL ATTORNEYS  
WRITER'S DIRECT DIAL NUMBER

JOSEPH G. SULLIVAN  
ASSISTANT GENERAL ATTORNEY

DAVID B. BURNETT  
ROBERT E. PATTERSON  
CYNTHIA F. NEWTON  
ATTORNEYS

May 2, 1990

RECORDATION NO.

2573-11  
FILED 1425

MAY 3 1990 -12 15 PM

INTERSTATE COMMERCE COMMISSION

(415) 541-1757

Via: Federal Express

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 27675 --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series 64

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Declaration of Full Payment, dated as of April 23, 1990, creating Southern Pacific Transportation Company Equipment Trust, Series 64, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of June 15, 1974, recorded on July 17, 1974, at 10:30 AM, assigned Recordation No. 7573;

Ms. Noreta R. McGee  
Page Two  
May 2, 1990

First Supplement to Equipment Trust Agreement  
dated as of December 7, 1979, recorded on  
December 17, 1979, at 1:20 PM, assigned Recordation  
No. 7573-A;

Second Supplement to Equipment Trust Agreement  
dated as of August 1, 1982, recorded on August 12,  
1982, at 1:00 PM, assigned Recordation No. 7573-B;

Third Supplement to Equipment Trust Agreement  
dated as of October 31, 1983, recorded on December  
6, 1983, at 2:40 PM, assigned Recordation No. 7573-C;

Fourth Supplement to Equipment Trust Agreement  
dated as of June 1, 1984, recorded on June 19,  
1985, at 3:10 PM, assigned Recordation No.  
7573-D;

Fifth Supplement to Equipment Trust Agreement  
dated as of May 15, 1985, recorded on June 6,  
1985, at 12:55 PM, assigned Recordation No. 7573-E;

Sixth Supplement to Equipment Trust Agreement  
dated as of March 31, 1986, recorded on April  
29, 1986, at 9:55 AM, assigned Recordation No. 7573-F;

Assignment and Transfer of Certain Road Equipment  
dated as of March 31, 1986, recorded on April 29,  
1986, at 9:55 AM, assigned Recordation No. 7573-G;

Seventh Supplement to Equipment Trust Agreement  
dated as of July 15, 1987, recorded on August 18,  
1987, at 3:40 PM, assigned Recordation No. 7573-H;

Assignment and Transfer of Certain Road Equipment  
dated as of July 15, 1987, recorded on August 18,  
1987, at 3:40 PM, assigned Recordation No. 7573-I;

Eighth Supplement to Equipment Trust Agreement dated as  
of May 31, 1988, recorded on June 20, 1988, at 2:30 PM,  
assigned Recordation No. 7573-J;

Assignment and Transfer of Certain Road Equipment dated  
as of May 31, 1988, recorded on June 20, 1988, at 2:30  
PM, assigned Recordation No. 7573-K;

Ninth Supplement to Equipment Trust Agreement dated as  
of July 10, 1989, recorded on August 28, 1989 at 12:05  
PM, assigned Recordation No. 7573-L; and

Ms. Noreta R. McGee  
Page Three  
May 2, 1990

Assignment and Transfer of Certain Road Equipment dated as of  
July 10, 1989, recorded on August 28, 1989, at 12:05 PM, assigned  
Recordation No. 7573-M.

When the recording of the Declaration of Full Payment has  
been completed, will you kindly endorse, with the pertinent recording  
information, all executed counterparts thereof which are presented to  
you and return four (4) of the same to the undersigned via the  
enclosed, completed Federal Express waybill.

Very truly yours,



Louis P. Warchot  
General Attorney

Enclosures

cc: Mr. L. C. Yarberry  
(Attn: Mr. C. D. Tyler)

SOUTHERN PACIFIC TRANSPORTATION COMPANY

EQUIPMENT TRUST

SERIES 64

RECORDATION NO

7573 N

FILED 1423

MAY 3 1990 - 12 15 PM

INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST AGREEMENT

Dated as of June 15, 1974

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DECLARATION OF FULL PAYMENT

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**SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST, SERIES 64**

Equipment Trust Agreement Dated as of June 15, 1974

**DECLARATION OF FULL PAYMENT**

First Pennsylvania Bank, N.A. (formerly known as The First Pennsylvania Banking and Trust Company, herein called the "Trustee"), Trustee under that certain Equipment Trust Agreement dated as of June 15, 1974, as supplemented, between the Trustee and Southern Pacific Transportation Company, pursuant to which was created and constituted "Southern Pacific Transportation Company Equipment Trust, Series 64," does hereby acknowledge and declare that the purchase money for the equipment subject to said Equipment Trust Agreement has been paid in full; that all of the terms and conditions of the said Equipment Trust Agreement, as supplemented, have been performed; that Southern Pacific Transportation Company has made all payments and met all charges required by the said Equipment Trust Agreement, as supplemented; that all of the interests in Southern Pacific Transportation Company Equipment Trust, Series 64, and the dividends thereon, have been satisfied, paid and discharged; and the said Equipment Trust Agreement, as supplemented, and the lease by Trustee to Southern Pacific Transportation Company of the railroad equipment described therein, have terminated, and the Trustee is now obligated by the said Equipment Trust Agreement to assign and transfer the said railroad equipment to

Southern Pacific Transportation Company as the absolute property of Southern Pacific Transportation Company.

AND it does hereby consent that the record of its title to all the equipment covered by the said Equipment Trust Agreement, as supplemented, be cancelled and discharged, and that this declaration may be filed or recorded or noted on the margin of the record of the said Equipment Trust Agreement wherever the same may have been filed or recorded.

AND it does hereby constitute and appoint CATHY WIEDECKE to be its attorney for it, and in its name and as and for its corporate act and deed, to acknowledge this instrument, before any person having authority by the laws of the Commonwealth of Pennsylvania or elsewhere to take such acknowledgement, to the intent that the same may be duly recorded.

IN WITNESS WHEREOF, First Pennsylvania Bank, N.A., Trustee as aforesaid, acting in accordance with the terms and conditions of the Equipment Trust Agreement, as supplemented, has caused this Declaration to be signed in its name and its corporate seal to be hereunto affixed, duly attested, as of the 27th day of April, 1990.

FIRST PENNSYLVANIA BANK, N.A., Trustee

By:

Cathy Wiedecke  
Corporate Trust Officer

ATTEST:

[Signature]  
Assistant Secretary

